

RECORDATION NO. 21987 FILED

JAN 25 '99

11-30AM

ROBERT J. CROMER

Attorney at Law
315 Fifth Street
Trafford, Pennsylvania 15085
Phone: (412) 372-8181
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January 21, 1999

Ms. Janice Fort
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20036

**RE: U.S. Bank Leasing Lease of Certain Railway Equipment
to AMG Resources Corporation**

Dear Ms. Fort: I have enclosed an original and one certified copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. This document is a Schedule of Leased Equipment, a primary document dated October 1, 1998.

I have enclosed an original and one certified copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. This document is a Schedule of Leased Equipment, a primary document dated October 1, 1998.

The names and addresses of the parties to the document are as follows:

Lessor: U.S. Bank Leasing
2681 Mosside Boulevard
Monroeville, PA 15146

Lessee: AMG Resources Corporation
4100 Grand Avenue
Pittsburgh, PA 15225

A description of the equipment covered by the document follows:

(10) Aluminum Body Ortner Gondola Railcars, 5,000 cubic foot, 125 ton built in 1976; identifying numbers KEYX7000, KEYX7001, KEYX7002, KEYX7003, KEYX7004, KEYX7005, KEYX7006, KEYX7007, KEYX7008 and KEYX7009, as described in Exhibit "A" attached to the document.


A fee of \$26.00 is enclosed. Please return the original to me at the above address. I have included a stamped self-addressed envelope for this purpose.

A short summary of the document to appear in the index follows:

Schedule of Leased Equipment No. 0198010707 dated October 1, 1998, being part of Master Equipment Lease Agreement between the parties dated as of March 2, 1992, together with Exhibit "A" attached to such Schedule.

Thank you for your assistance.

Very truly yours,



Robert J. Cromer

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

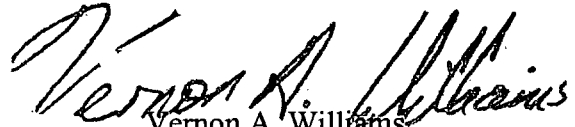
OFFICE OF THE SECRETARY

Robert J. Cromer
315 Fifth Street
Trafford, PA., 15085

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/25/99 at 11:30AM, and
assigned recordation numbers (s): 21987.

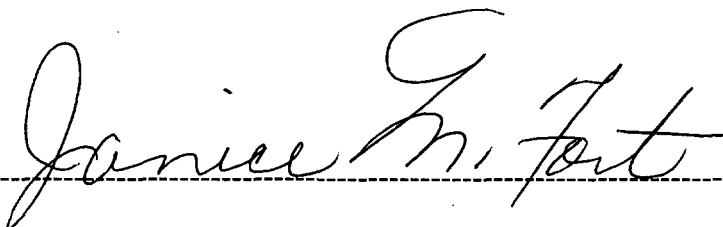
Sincerely Yours,


Vernon A. Williams

Enclosure(s)
26.00

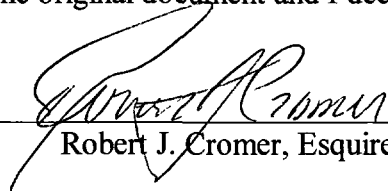
\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



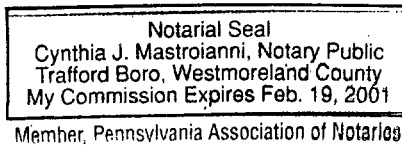
CERTIFICATE

I, Robert J. Cromer, Esquire, the filer of the original and attached copy of Schedule of Leased Equipment dated October 1, 1998, have compared the copy with the original and found the copy to be complete and identical in all respects to the original document and I declare under penalty of perjury that the foregoing is true and correct.


Robert J. Cromer, Esquire

Sworn to and subscribed
before me this 16th day of
December, 1998.


Notary Public



U.S. BANK LEASING, Lessor
2681 Mosside Boulevard
Monroeville, PA 15146-3394

CERTIFIED COPY
RECORDATION NO. 21987 FILED

SCHEDULE OF LEASED EQUIPMENT:

JAN 25 '99 11-30AM

Schedule Number 0198010707

Date: October 1, 1998

LESSEE: AMG Resources Corporation 4100 Grand Avenue Pittsburgh, PA 15225	SUPPLIERS:	RECO Equipment, Inc. 20620 Route 19 North Cranberry, PA 16066	Keywell L.L.C. 11900 South Cottage Grove Chicago, IL 60628	Stepp Equipment Company 5400 Stepp Drive Summit, IL 60501
		JOB Machinery, Inc. P.O. Box 240217 Apple Valley, MN 55124		

1. This Schedule of Leased Equipment ("Schedule") is hereby made a part of the Master Equipment Lease Agreement between the Lessor and the undersigned Lessee dated as of the 2nd day of March, 1992. All terms and conditions of said Lease are incorporated herein by reference.

2. The Equipment subject to the Lease is set forth on Exhibit "A", attached hereto and made a part hereof.

The Equipment described herein includes all attachments, replacements, parts, substitutions, additions, repairs, accessions and accessories now or hereafter incorporated therein and/or affixed thereto.

THE TOTAL COST INCLUDING TAXES LEVIED AT THE TIME OF SALE IS: \$589,448.41

3. The Equipment shall be located at 4100 Grand Avenue, Pittsburgh, PA 15225 or as otherwise permitted by the Lease and shall not be removed therefrom without Lessor's prior written consent.

4. The original term of the Lease as to the Equipment described in this Schedule shall commence on October 1, 1998. The Termination Date shall be September 1, 2005.

5. Lessee shall pay rent for the Equipment during the Lease term in accordance with the schedule of rent payments attached as Exhibit "B" (the "Payment Schedule"). The interest and principal component of each rent payment shall be as set forth on the Payment Schedule.

6. The Concluding Payment for the Equipment as of any rent payment date shall be the amount identified as such on the Payment Schedule opposite the applicable rent payment date. Provided Lessee pays to Lessor all payments of rent as set forth on the Payment Schedule from the commencement date through the Termination Date, as of the Termination Date the Concluding Payment shall be an amount equal to the then fair market value of the Equipment, not to exceed twenty percent (20%) of its cost provided, however, that Lessee shall have the option, at such time, to re-lease the Equipment for its then fair market value.

7. Lessee represents and warrants that the sale and lease of the Equipment is exempt from any and all sales, use or other transfer taxes. Prior to the commencement of the Lease, Lessee shall deliver to Lessor exemption certificates, numbers and the like to evidence such exemption from taxation.

8. By executing, and delivering to Lessor the Lessee Acceptance form attached hereto, Lessee warrants, covenants, and agrees that (a) Lessee has received all Equipment described in this Schedule at the location described in 3 hereof; (b) Lessee has duly inspected and accepts such Equipment without reservations; (c) Lessee is unconditionally bound to pay to Lessor the total rent and other payments due under the Lease, whether or not any equipment described herein may now be or hereafter become unsatisfactory in any respect, subject to Lessee's rights to terminate the Lease; and (d) notwithstanding anything contained herein, Lessor and Lessee shall continue to have all rights which either of them might otherwise have with respect to Equipment described herein against any manufacturer or seller of said Equipment or any part thereof. Lessee is hereby instructed to contact the Suppliers listed above for a description of any rights Lessee may have under any supply contract covering the Equipment.

IN WITNESS WHEREOF, the parties have executed this Schedule this 1st day of October, 1998.

U.S. BANK LEASING, Lessor

By: Chris H. [Signature]

Title: Leasing officer

AMG RESOURCES CORPORATION, Lessee

By: Barry S. Cohen

Title: Controller

EXHIBIT "A"

This Exhibit "A" is attached to and made a part of that certain Schedule of Leased Equipment No. 0198010707 between U.S. Bank Leasing, as Lessor, and AMG Resources Corporation and AMG Resources Midwest Corporation, as Lessee:

Schedule No.: 0198010707

Lessee: AMG Resources Corporation
4100 Grand Avenue
Pittsburgh, PA 15225

AMG Resources Midwest Corporation
4100 Grand Avenue
Pittsburgh, PA 15225

Vendor: RECO Equipment, Inc.

Equipment: One (1) Liebherr Crane, used, I.D. No. 1956, Serial No. 139-0854, Model R942 with bucket and parts. One (1) Genesis Magnum Shear for Model R942, Model GMS-700, I.D. No. 1951, Serial No. 700011.

Cost: \$152,367.78

Vendor: Keywell L.L.C.

Equipment: Ten (10) aluminum body Ortner gondola railcars, 5000 cubic foot, 125 ton, built in 1976, car I.D. Nos. KEY X 7000, KEY X 7001, KEY X 7002, KEY X 7003, KEY X 7004, KEY X 7005, KEY X 7006, KEY X 7007, KEY X 7008, KEY X 7009

Cost: \$200,000.00

Vendor: Stepp Equipment Company

Equipment: Two (2) Sebright Model 7460-2 Twin 6" Cylinder Stationary Compactors, Serial Nos. 98035630 and 98035629.
Two (2) Galbreath Compactor Containers, 42 cu. Yd. Capacity, Serial Nos. 68531 and 68532.
: Three (3) Sebright Model 4660-HD Stationary Compactors, Serial Nos. 97105403, 97105404 and 97105405 and
three (3) Galbreath PR2290 42 cubic yard containers, Serial Nos. 65655, 65656 and 65657

Cost: \$157,180.63

Vendor: JOB Machinery, Inc.

Equipment: One (1) Liebherr Model R922LC, Serial No. 197-1173 Crawler Crane with all equipment.

: One (1) new 10 KW generator set, controller and 45 in. Magnet with all attachments.

Cost: \$79,900.00

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 19th day of

Camille D. Connor
Notary Public

July 22, ²⁰⁰²~~1998~~

Robert J. Cromer
Attorney at Law
315 Fifth Street
Trafford, PA 15085

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF ALLEGHENY) SS:

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 17th day of

[SEAL]



Dec. 18, 2000, 1998

Rosemary M. Deysa
Notary Public

Robert J. Cromer
Attorney at Law
315 Fifth Street
Trafford, PA 15085